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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

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Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

MOTION FOR ADMISSION TO PRACTICE, *PRO HAC VICE*

I, John C. Goodchild, III, request admission, *pro hac vice*, before the Honorable Martin Glenn to represent Deutsche Bank National Trust Company and Deutsche Bank Trust Company Americas, as Trustees of Certain Mortgage Backed Securities Trusts, in the above referenced cases.

I certify that I am a member in good standing of the bar of the Commonwealth of Pennsylvania and New Jersey and am admitted to practice in the U.S. District Court for the Eastern District of Pennsylvania, the U.S. District Court for the Middle District of Pennsylvania, the U.S. District Court for the District of New Jersey, the U.S. District Court the District of Colorado, the United States Court of Appeals for the Third Circuit, the United States Court of Appeals for the Sixth Circuit, the United States Court of Appeals for the Tenth Circuit and the United States Supreme Court.

Dated: June 11, 2012
Philadelphia, Pennsylvania

/s/ John C. Goodchild, III
John C. Goodchild, III

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

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Case No. 12-12020 (MG)

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ORDER GRANTING ADMISSION TO PRACTICE, *PRO HAC VICE*

Upon the motion of John C. Goodchild, III, to be admitted, *pro hac vice*, to represent Deutsche Bank National Trust Company and Deutsche Bank Trust Company Americas, as Trustees of Certain Mortgage Backed Securities Trusts (collectively, "Deutsche Bank"), in the above referenced cases, and upon the movant's certification that the movant is a member in good standing of the bar of the State of Pennsylvania and is admitted to practice in the U.S. District Court for the Eastern District of Pennsylvania, the U.S. District Court for the Middle District of Pennsylvania, the U.S. District Court for the District of New Jersey, the U.S. District Court the District of Colorado, the United States Court of Appeals for the Third Circuit, the United States Court of Appeals for the Sixth Circuit, the United States Court of Appeals for the Tenth Circuit and the United States Supreme Court.

ORDERED, that John C. Goodchild, III, Esq., is admitted to practice, *pro hac vice*, in the above referenced case to represent Deutsche Bank in the United States Bankruptcy Court for the Southern District of New York, provided that the filing fee has been paid.

Dated: June __, 2012
New York, New York

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE